

Common Ground Food Co-op
 Board Meeting Minutes
 February 10, 2020
 6:15 pm to 8:15 pm
 Common Ground Food Co-op Classroom

Present: Karen Carney, Magdalena Casper-Shipp, Colin Dodson, Michael Feltes, JP Goguen, Evelyne Tardy, Robert Taylor

Absent: Rey Dalitto

Others Present: Ben Galewsky, Owner
 Lauren Hays, Owner, Staff (Finance)
 Andi Marietta, Owner/Staff (HR)
 Joanna Mierek, Owner/Staff (Operations)
 Jeffrey Chandler, Minute Taker

Proceedings	
Meeting called to order	At 6:15 pm by Karen Carney
1. Preliminaries	<p>A. Guests/Owners Ben Galewsky Lauren Hays, Owner, Staff (Finance) Andi Marietta, Owner/Staff (HR) Joanna Mierek, Owner/Staff (Operations) Jeffrey Chandler, Minute Taker</p> <p>B. Public Comment None.</p> <p>C. Agenda Amendments None.</p>
<i>Executive Session OPENS</i>	
2. Board Admin	<i>Executive Session</i>
<i>Executive Session CLOSES</i>	
Board Admin (continued)	<p>Action Taken The board approved the appointment as decided in executive session.</p> <p>Ben Galewsky was seated on the board for a term until the next election.</p>
3. Board Study	<p>A. Competition in the Grocery Industry Magdalena Casper-Shipp distributed articles prior to the meeting, and asked the board to</p>

	<p>review them and prepare feedback. Michael Feltes noted he was struck by how quickly the grocery industry has changed. Robert Taylor also spoke to the trend of eating out over grocery shopping, and also the shifting needs of employees, and that the co-op needs to take actions to keep up. Evelyne Tardy also addressed the need for digital options and mentioned that there are preliminary talks regarding a café expansion at the co-op. Colin Dodson added the need for us to highlight the co-ops unique traits and offerings. Michael and Ben both noted issues with marketing perspectives in the articles, and how those might compete with the true intentions of the co-op. There was also discussion about other local retailers who are not authentic in their commitment to locally sourced foods, and are less competent about their food and special diets. There was discussion about how online ordering would negate the community aspect of the coop, and conversely a discussion about what ends online ordering would meet, like accessibility and bringing good food to people where they are. Questions regarding implementation were raised in regards to online ordering and systems setup. Additional discussion regarding the marketing and interior design aspects of other retailers, and how that could apply to the co-op. Andi Marietta shared progress on a revamp of the vestibule to include more valuable information to be completed in late March or April after Owner Days.</p>
<p>4. Consent Agenda</p>	<ul style="list-style-type: none"> A. Public Minutes from January Meeting B. Private Minutes from January Meeting C. GM Operational Update (MORe) D. Monthly Financials <p>Action Taken The board approved the consent agenda as a whole. Ben Galewsky abstained.</p>
<p>5. GM Monitoring</p>	<ul style="list-style-type: none"> A. Executive Limitation B1- Financial Conditions <p>Lauren Hays addressed a question from</p>

Magdalena regarding the bank statement review process as part of the audit recommendations. Lauren noted she will send them to Magdalena monthly. Magdalena mentioned she did not see lawyer's fees from the consultation regarding bylaw and policy updates. There is no update regarding the tax situation from a couple months ago, Lauren noted Wegner's said they would reach out when there is information. Karen noted that there is non-compliance regarding sales in quarter 4, and JP Goguen noted Q4 2018 was up more than usual, so wondered what the difference was between years. Joanne Mierek noted that during Q4 2018 the interim GM was very sales focused, and she is currently trying to refocus the staff on the fundamentals of retail practice, like customer service, training, product categorization, store conditioning, signage, and sales strategies to bring sales back up to previous numbers. Joanne and Karen both noted that ratios are improving as we are currently paying back a lot of debt which had been deferred in previous years. It was noted that the major loan from the main lender will be paid of this summer. However, the minimum wage hike is also looming during the time frame when owner loan payments will be due. Equipment replacement was mentioned as a large expense, wherein Joanne noted a position has been created for preventative maintenance to delay replacement costs. There was discussion about the non-compliance and that the plan presented is not acceptable to return to compliance. The plan needs to be more detailed, robust, and comprehensive, should have concrete action items, and detail how to measure success.

Action Taken

The board unanimously declined to approve this report with a request for resubmittal per the terms provided by the board at the board meeting in March 2020.

<p>6. Board Monitoring</p>	<p>A. Board Review Process Karen and Magdalena had a conversation with Todd Wallace regarding the ways in which the board can monitor and review compliance. Todd suggested many ideas, including designating a month dedicated to reviewing policies and processes. Magdalena suggested the board set aside the board study in July for policy review and to standardize the review process. Then the following year they board could review those evaluations. This would eliminate the distributed review over the year, which alleviates new board members from reviewing policies with which they are not familiar. Michael noted he likes the monthly discussions but also agreed our current bandwidth might dictate a yearly evaluation. Ben also noted the monthly review encourages new board members to familiarize them with the policy. It was offered to have monthly discussions regarding policies but only evaluations once a year. Colin suggested a quiz form of review monthly to go along with the monthly review.</p> <p>Action Taken The board unanimously approved a motion to have all board monitoring compliance evaluations completed at the July meeting, while maintaining discussions throughout the year.</p> <p>B. Board Management Relationship D1 – Unity of Control Deferred per prior vote to July 2020.</p> <p>C. Board Management Relationship D2 - Accountability of the GM Deferred per prior vote to July 2020</p> <p>D. Board Management Relationship D3 – Delegation to the GM Deferred per prior vote to July 2020</p>
<p>7. Committee Updates</p>	<p>A. Board Development Committee This report will be submitted after the</p>

	<p>meeting for time.</p> <p>B. Owner Outreach Committee 4/16 Fin MOO</p> <p>This report will be submitted after the meeting for time.</p> <p>C. Policy Committee This report will be submitted after the meeting for time.</p> <p>D. Visioning Working Group This report will be submitted after the meeting for time.</p>
<p>8. Closing</p>	<p>A. Next meeting March 9, 2020</p> <p>B. Outreach calendar assignments Newsletter: Ray Tabling: JP and Colin</p> <p>C. Other assignments February Study Session:</p> <p>D. Go Around for Comments</p>
<p>Adjourned</p>	<p>At 8:06 pm by Karen Carney</p>